

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al. ¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Re: Docket Nos. 24156, 24281
) Hearing Date: February 16, 2010
) Agenda Item # 9

**NOTICE OF ERRATA REGARDING CERTIFICATE OF COUNSEL REGARDING
ORDER GRANTING THE MOTION OF DEBTORS FOR AUTHORITY TO ENTER
INTO LETTER OF CREDIT AND HEDGING AGREEMENTS AND TERMINATE
CURRENT DIP FACILITIES**

On February 12, 2010, the Debtors filed their *Certificate of Counsel Regarding Order Granting the Motion of Debtors for Authority to Enter into Letter of Credit and Hedging Agreements and Terminate Current DIP Facilities*, docket no. 24281 (the “Certificate of Counsel”). The Debtors are filing this Notice of Errata with respect to the Certificate of Counsel

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

with a revised paragraph six, which reads as follows, and which should be substituted for paragraph 6 in the Certificate of Counsel as filed on February 12, 2010:

6. Set forth below is a summary of key changes to the Facility Agreement agreed to by all constituencies:

<u>ITEM</u>	<u>DESCRIPTION OF MODIFICATION</u>
§9.1(k)	The term “material” in reference to competing super-priority claims and liens has been added, as has a reference to §§ 1.3 and 1.4 of the Facility Agreement.
§ 13.7	The words “reasonable, documented” have been added to conform to the definition of “Attorney Costs” – a definition that does not include the attorney expenses, etc., referenced in § 13.7.

7. The documents submitted with the Certification of Counsel were correct and the Debtors respectfully request entry of the Order attached to the Certification of Counsel as Exhibit A.

Dated: February 15, 2010

KIRKLAND & ELLIS LLP
Theodore L. Freedman
601 Lexington Avenue
New York, New York 10022
(212) 446-4800

and

THE LAW OFFICES OF JANET S. BAER,
P.C.

Janet S. Baer, P.C.

Roger J. Higgins

70 W. Madison St., Suite 2100

Chicago, IL 60602-4253

(312) 641-2162

and

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Laura Davis Jones (Bar No. 2436)

James E. O'Neill (Bar No. 4042)

Timothy P. Cairns (Bar No. 4228)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19899-8705

(302) 652-4100

(302) 652-4400

Co-Counsel for the Debtors and Debtors-in-
Possession